

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT
701 COMMERCE STREET
DALLAS, TEXAS 75202

5-024A090

ARTHUR M. ALBIN
General Counsel

214-651-6740

410.043-49

In reply refer to:

January 21, 1985

RECORDATION NO. 11230-B
FILED 1475

JAN 24 1985 -2 55 PM

INTERSTATE COMMERCE COMMISSION

No.

Date

Fee \$

ICC Washington, D.C.

Mr. James Bayne
Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Conditional Sale Agreement and Agreement and Assignment
dated as of December 10, 1979, between Whitehead & Kales
Company, Missouri-Kansas-Texas Railroad Company, and
First City Bank of Dallas, covering 17 Auto Racks

Dear Mr. Bayne:

I have enclosed an original and four (4) counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release, a secondary document, dated as of the 15th day of January, 1985.

The primary document to which this is connected is a Conditional Sale Agreement and Agreement and Assignment dated as of December 10, 1979, recorded under Recordation No. 11230.

The names and addresses of the parties to the document are as follows:

Purchaser:

Missouri-Kansas-Texas Railroad Company
701 Commerce Street
Dallas, TX 75202

Seller (Assignee):

First City Bank of Dallas
One Main Place
Dallas, TX 75250

A description of the equipment covered by the document follows:

Seventeen (17) Bi-Level Auto Racks bearing Railroad's
serial numbers W-1 through W-17, both inclusive.

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

LAW DEPARTMENT

Mr. James H. Bayne

- 2 -

January 21, 1985

A short summary of the document to appear in the Index follows:

Release dated as of January 15, 1985, by First City Bank of Dallas, releasing its interest under Conditional Sale Agreement and Agreement and Assignment dated as of December 10, 1979, covering Seventeen (17) Bi-Level Auto Racks bearing MKT's serial numbers W-1 through W-17, both inclusive.

A cashier's check in the amount of \$10.00 is enclosed for the filing fee. Please return all counterparts not needed by the Commission for recordation, stamped to show recordation, to the undersigned for distribution to the parties.

I certify that I have knowledge of the foregoing.

Yours very truly,



Arthur M. Albin,
General Counsel

AMA:vas
Enclosures

1/24/85

Interstate Commerce Commission
Washington, D.C. 20423

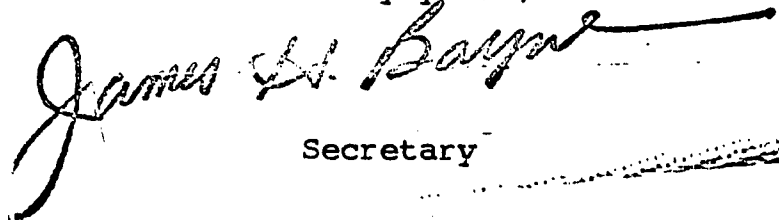
OFFICE OF THE SECRETARY

Arthur M. Albin
General Counsel
Missouri-Kansas-Texas Railroad Co.
701 Commerce St.
Dallas, Texas 75202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/24/85 at 2:45pm and assigned re-recording number(s). 11230-B Released

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. 11230-B Filed 1425**JAN 24 1985 -2 11 PM**
R E L E A S E**INTERSTATE COMMERCE COMMISSION**

WHEREAS, WHITEHEAD & KALES COMPANY, a Michigan corporation, as manufacturer (hereinafter called "Manufacturer"), did execute and enter into that certain Conditional Sale Agreement with MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, as purchaser (hereinafter called "Railroad"), dated as of the 10th day of December, 1979, and by Agreement and Assignment of even date by and between the Manufacturer, the Railroad, and FIRST CITY BANK OF DALLAS (hereinafter called the "Bank"), as assignee, the Manufacturer did assign to the Bank all its right, title and interest in and to Seventeen Bi-Level Auto Racks bearing Railroad's serial numbers W-1 through W-17, both inclusive (which racks are affixed and mounted on cars owned by Trailer Train Company, as shown on Exhibit A attached hereto), covered by the Conditional Sale Agreement, which said Conditional Sale Agreement and Agreement and Assignment was subsequently amended as of the 28th day of January, 1980; and

WHEREAS, said Conditional Sale Agreement and Agreement and Assignment was filed with the Interstate Commerce Commission on December 21, 1979, and assigned Recordation No. 11230; and

WHEREAS, Railroad has fully complied with all the terms and conditions set forth therein and has paid to Bank all sums of money required of it to be paid;

NOW, THEREFORE, in consideration of the premises and the full compliance by Railroad with the terms and provisions of said Agreement and Assignment, the Bank does hereby release and surrender all its right, title, lien, and interest in and to the Seventeen Bi-Level Auto Racks Nos. W-1 through W-17; subject, however, to the Bank retaining any rights it may have to be indemnified as provided in said Agreement and Assignment.

IN WITNESS WHEREOF, the parties have duly executed this Release as of the 15TH day of January, 1985.

FIRST CITY BANK OF DALLAS

By: Ken Robinowitz
Vice President

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY

By: W. H. Zeidel
Vice President

THE STATE OF TEXAS:

Before me, the undersigned, a Notary Public in and for said State, on this day personally appeared Ken Robinson, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said FIRST CITY BANK OF DALLAS a banking institution, and that he has executed the same as the act of such banking institution for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 15th day of January, 1985.

Sylvia A. Rawlings
Notary Public in and for the State of
Texas

My Commission expires: March 14, 1987.

THE STATE OF TEXAS:

Before me, the undersigned, a Notary Public in and for said State, on this day personally appeared W. H. Zeidel, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a corporation, and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 10th day of January, 1985.

Virginia A. Schoeneberger
Virginia A. Schoeneberger
Notary Public in and for the State of
Texas

My Commission expires: March 24, 1986.

E X H I B I T A

The Bi-level Automobile Racks purchased by Missouri-Kansas-Texas Railroad Company in the Conditional Sale Agreement dated as of the December 10, 1979, to which this Exhibit A is attached are to be installed on flat cars furnished by Trailer Train Company, bearing the following serial numbers:

Trailer Train Flat Car No.	MKT Bi-Level Auto Rack No.
TTBX 910703	W-7
" 911939	W-9
" 940026	W-12
" 940034	W-1
" 961416	W-14
" 961417	W-10
" 961427	W-4
" 961591	W-3
" 962203	W-5
" 962331	W-8
" 962359	W-15
" 962368	W-2
" 962410	W-13
" 963995	W-16
" 964018	W-17
" 964039	W-11
" 964862	W-6